

A. 111

Cc: O'Meara, Chris M (NY) [comeara@lehman.com]; Tonucci, Paolo [paolo.tonucci@lehman.com]; Stucchio, Anthony [astucchi@lehman.com]; Burke, William T [wburke@lehman.com]
To: Kelly, Martin [martin.kelly@lehman.com]; Gary.Romain@barclayscapital.com [Gary.Romain@barclayscapital.com]; James.Walker@barclayscapital.com [James.Walker@barclayscapital.com]; tj.gavenda@barclayscapital.com [tj.gavenda@barclayscapital.com]; matthew.hughey@barclayscapital.com [matthew.hughey@barclayscapital.com]; robert.martini@barclayscapital.com [robert.martini@barclayscapital.com]
From: Azerad, Robert [RAzerad@lehman.com]
Sent: Sun 9/21/2008 10:22:57 PM
Subject: RE: 15c3

15c3 0919 Preliminary V3.xls

Here is the spreadsheet. Numbers are still preliminary.

Robert

From: Kelly, Martin
Sent: Sunday, September 21, 2008 6:17 PM
To: 'Gary.Romain@barclayscapital.com';
'James.Walker@barclayscapital.com'; 'tj.gavenda@barclayscapital.com';
'matthew.hughey@barclayscapital.com';
'robert.martini@barclayscapital.com'
Cc: O'Meara, Chris M (NY); Tonucci, Paolo; Azerad, Robert; Stucchio,
Anthony; Burke, William T
Subject: RE: 15c3

Could we do a call in 5 minutes on the 15c3? Call in to the following #:
Robert will circulate a page or 2 which we can talk to.

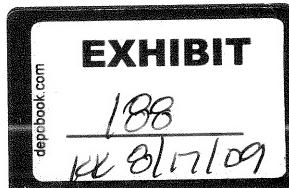
Thx - M

Int'l 205 354 0155

Dom 866 831 2217

3743693

From: Kelly, Martin
Sent: Sunday, September 21, 2008 5:33 PM
To: 'Gary.Romain@barclayscapital.com';
'James.Walker@barclayscapital.com'; 'tj.gavenda@barclayscapital.com';
'matthew.hughey@barclayscapital.com';
'robert.martini@barclayscapital.com'
Cc: O'Meara, Chris M (NY); Tonucci, Paolo; Azerad, Robert; Stucchio,
Anthony; Burke, William T
Subject: 15c3



FINAL

**Lehman Brothers Inc.
 Customer/PAIB Reserve Analysis**

Customer:	Preliminary 09/19/2008	Pending Adjustments	Preliminary Adjusted 09/19/2008	09/17/08	Variance	Comments
MTS						
Free Credits	77,216		77,216	77,216	-	
SCS Cash	38,194		38,194	46,462	(8,268)	
Option Margin	7,130		7,130	15,824	(8,694)	
P & I	22,858		22,858	22,858	-	
Aged Fails and Partly Secured Debits	4,595		4,595	7,518	(2,923)	
Customer Receivable Versus Box	*	-	-	-	-	
Stock Record/P&C items	160,127		160,127	86,809	73,318	
Overdrafts						
Unapplied Cash / Suspense	61,014		61,014	31,677	29,337	
3% ADI				216,477	(216,477)	
Sub-total	371,134	-	371,134	504,841	(133,708)	
ADP						
Free Credits / Margin		(368,468)	(368,468)	481,456	(849,925)	
Net Customer Financing	*	(73,348)	(73,348)	(831,906)	758,558	
OMNI Conversion Payable						
O/Drafts	222,207		222,207	62,604	159,603	
Dividends	5,322		5,322	5,322	-	
S/B L.O.C. vs. Customer Short						
S/B NQ vs. Customer Short	337,017		337,017	5,287	331,730	
Non-Broker Dealer Affil.	0		0	290,539	(290,539)	
OCC Proprietary Qualified Collateral	(477,614)		(477,614)	(349,858)	(127,756)	
Firm Bank Loan - Firm Not Long						
Suspense	39,897		39,897	39,897	-	
Unapplied Cash	11,553		11,553	10,121	1,432	
Abandoned Property / Soft Dollars (\$42 mil)	85,319		85,319	85,212	107	
Other	3,992,241	(3,900,000)	92,241	82,685	9,557	
3% ADI	235,430		235,430	322,692	(87,262)	
Sub-total	4,009,557	(3,900,000)	109,557	204,052	(94,495)	
ITS						
Free Credits (primarily SCS cash)			-	160,575	(160,575)	
Unsecured Shorts			-	77,639	(77,639)	
Securities Related IC Payable (Mostly ITS)	-		-	189,086	(189,086)	Balances with affiliates that are in liquidation
Other						
3% ADI	100,000		100,000	178,711	(78,711)	228 mil of ADI assumes orderly liquidation of open customer balances
Sub-total	100,000		100,000	606,011	(506,011)	
Commodities						
O/Drafts	-		-	176,487	(176,487)	
Non-Reg Commodity Credits	-		-	52,000	(52,000)	
Sub-total	-	-	-	228,487	(228,487)	
Requirement	4,480,690	(3,900,000)	580,690	1,543,392	(962,702)	
Cushion (plus 2% deduction)				225,608	(225,608)	
Amount Segregated	4,480,690	(3,900,000)	580,690	1,769,000	(1,188,310)	
PAIB:						
Net PAIB Debits/Credits	426,991		426,991	325,286	101,705	Adjustment relates to PAIB long and PAIB short
Bank Loan	6		6	3,560	(3,554)	
Stock Loan	124,856		124,856	312,247	(187,391)	
F/R Vs PAIB Long	33,102		33,102	31,031	2,071	
Firm Short vs. PAIB Long	68,691		68,691	394,506	(325,815)	
Stock Borrow	*	(450,967)	(450,967)	(560,229)	109,262	
Fail to Deliver	(106,395)		(106,395)	(40,281)	(66,114)	
Requirement	96,284	-	96,284	466,120	(369,836)	
Cushion (plus 2% deduction)	-		-	25,880	(25,880)	
Amount Segregated	96,284	-	96,284	492,000	(395,716)	
Total Segregated	4,576,975	(3,900,000)	676,975	2,261,000	(1,584,025)	

A. 112

To: Kelly, Martin[martin.kelly@lehman.com]
From: Lee, Mark
Sent: Mon 9/22/2008 12:37:06 AM
Subject: RE: Final 15c3-3 Reserve Formula as of 09/17/2008
Categories: urn:content-classes:message

2008 (4.24 KB)

Just spoken to Robert. The numbers are taking too long to move significantly and there is now mis-assumptions re the ADI required to remain (see attached) so Robert is going to take the last Joel file and make some assumptions - the guys are working to bring to 2.3bn down so we have to take some hit for this now.
There is so little transparency into the way the data is structured it's hugely frustrating on all sides.

We have a final call in 20 mins but I think we are about out of time

Mark

-----Original Message-----

From: Kelly, Martin
Sent: Sunday, September 21, 2008 7:33 PM
To: Lee, Mark
Subject: Re: Final 15c3-3 Reserve Formula as of 09/17/2008

We need to get for ourselves and give to barclays comfort that the adp balances will be meaningfully reduced - we put in \$3.9b as a placeholder. What's the plan and when do you think we can achieve some meaningful progress? Thx - M

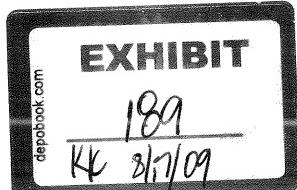
----- Original Message -----

From: Lee, Mark
To: Kelly, Martin
Sent: Sun Sep 21 19:30:03 2008
Subject: RE: Final 15c3-3 Reserve Formula as of 09/17/2008

Martin - it has taken much longer to get the ADP numbers reallocated and we have a call starting in a minute to review with Ops and Fin. What are your expectations this point this evening, Joel is currently trying to allocate as per COM request?

Mark.

From: Kelly, Martin
Sent: Sunday, September 21, 2008 5:21 PM
To: Azerad, Robert; Potenciano, Joel; 'wburke@si.rr.com'; Stucchio, Anthony; Lee, Mark; O'Meara, Chris M (NY); Stucchio, Anthony



To: Potenciano, Joel[joel.potenciano@lehman.com]; Azerad, Robert[RAzerad@lehman.com]; wburke@si.rr.com[wburke@si.rr.com]; Stucchio, Anthony[astucchi@lehman.com]; Stucchio, Anthony[astucchi@lehman.com]; Crepeau, Alex F[acrepeau@lehman.com]
From: Lee, Mark
Sent: Mon 9/22/2008 12:30:50 AM
Subject: RE: Final 15c3-3 Reserve Formula as of 09/17/2008
Categories: urn:content-classes:message

Joel

Need to reproduce an equivalent for 19th. Don't assume that the 3%ADI will be adjusted to zero as per your last schedule, i.e. MTS will have 3% ADI raising from \$216 to \$395 based on the current breaks although the assumption that this will be a balance that will be available for Barclays post the clearing of all the fails. The free cash that I see available to tfr is for the commodities of \$225m only but I had expected the ITS ADI to come down.

We need to estimate where we think we will get the \$2.3bn down to this evening for Martin / Chris / Paolo

Mark

>
> From: Potenciano, Joel
> Sent: Sunday, September 21, 2008 6:08 PM
> To: O'Meara, Chris M (NY); Lee, Mark; Kelly, Martin; Azerad, Robert;
> 'wburke@si.rr.com'; Stucchio, Anthony; Stucchio, Anthony; Tonucci,
> Paolo; Crepeau, Alex F
> Subject: RE: Final 15c3-3 Reserve Formula as of 09/17/2008
>
>
> << File: Customer PAIB Reserve-091708.xls >>
>
> Hi Chris,
>
> Attached is the condensed summary that you requested. Please advise
> if this works or you have comments. We are still working on the 09/19
> numbers as we have just received the reallocated amounts for ADP.
> Please let me know if you have questions.
>
>
> Thanks!
>
> With kind regards,
> Joel K. Potenciano
> LEHMAN BROTHERS
> Telephone +1 (212) 320-6786
> Fax +1 (646) 885-9383
> Email joel.potenciano@lehman.com
>
>
>
> From: O'Meara, Chris M (NY)
> Sent: Sunday, September 21, 2008 5:25 PM

>
> Bill requested me to forward the following schedule to this
> distribution. Thanks!
>
> With kind regards,
> Joel K. Potenciano
> LEHMAN BROTHERS
> Telephone +1 (212) 320-6786
> Fax +1 (646) 885-9383
> Email joel.potenciano@lehman.com
>

A. 113

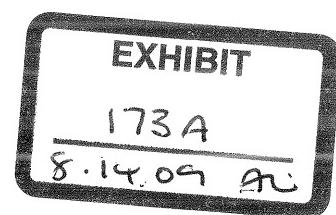
Cc: Azerad, Robert [RAzerad@lehman.com]; Tonucci, Paolo [paolo.tonucci@lehman.com]; Lowitt, Ian T [ilowitt@lehman.com]; O'Meara, Chris M (NY) [comeara@lehman.com]

To: Stucchio, Anthony [astucchi@lehman.com]; Burke, William T [wburke@lehman.com]; Lee, Mark [mark.lee@lehman.com]

From: Kelly, Martin [martin.kelly@lehman.com]

Sent: Mon 9/22/2008 1:07:32 AM

Guys - s e c told us we need to do a 15c3 calc for each of the accounts that transfer and those which will not before they are comfortable releasing cushion/surplus to barclays. We agreed with Weil a mechanic to have value transferred to barclays as it frees. When we have the separate calculations done the s e c will permit us to transfer the \$1b. Once the ADP break is resolved, the team needs to focus on separate calculations in the next day or so. Let's discuss this in the am. Thx - M



A. 114

**Excerpt of
Deposition Exhibit
84B**

From: Yang, Jasen: Markets (NYK)
Sent: Monday, September 22, 2008 6:45 AM
To: robert.azerad@lehman.com; james.haraska@lehman.com
Cc: paolo.tonucci@lehman.com; Hughes, Jonathan: Legal (NYK); Petrie, David: Markets (NYK); Long, Daniel: Markets (NYK)
Subject: Financing Facility Schedule

Attachments: Barclays Financing Collateral List (Barc Ops) 09-20-2008.xls

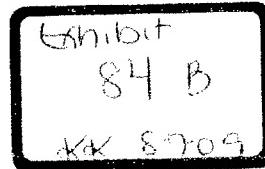
Robert, James,

I've attached the schedule produced by Barclays ops of the collateral currently held at BONY under the repo financing provided to Lehman (with a total BONY market value of approximately \$45mm). It appears to differ substantially from the file received from Lehman on Friday evening-- we're looking at the differences now.



Barclays Financing
Collateral ...

Jasen Yang
Barclays Capital
Principal Mortgage Trading Group
200 Park Avenue
New York, New York 10166
jasen.yang@barclayscapital.com
Tel: (212) 412 7613
Fax: (212) 412 5861



BCI 008149

A. 115

From: Azerad, Robert [RAzerad@lehman.com]. Sent: 9/22/2008 7:17 AM.
To: Hraska, James W [JHraska@lehman.com]; Forrest, Monty [mforrest@lehman.com].
Cc: Tonucci, Paolo [paolo.tonucci@lehman.com]; Blackwell, Alastair [abblackwe@lehman.com]; Ullman, Neal (NY) [Neal.Ullman@lehman.com].
Bcc:
Subject: RE: UrgentWhat happened with queuing up the delivery to Bar Cap.

Here is the file

-----Original Message-----

From: Hraska, James W
Sent: Monday, September 22, 2008 6:50 AM
To: Forrest, Monty; Azerad, Robert
Cc: Tonucci, Paolo; Blackwell, Alastair; Ullman, Neal (NY)
Subject: RE: UrgentWhat happened with queuing up the delivery to Bar Cap

We are preparing the list robert had provided on the weekend . I will cross ref vs this morning's list to make sure we are in sync

-----Original Message-----

From: Forrest, Monty
Sent: Monday, September 22, 2008 6:46 AM
To: Azerad, Robert
Cc: Tonucci, Paolo; Blackwell, Alastair; Ullman, Neal (NY); Hraska, James W
Subject: RE: UrgentWhat happened with queuing up the delivery to Bar Cap

Please send it over as soon as possible

-----Original Message-----

From: Azerad, Robert
Sent: Monday, September 22, 2008 6:45 AM
To: Forrest, Monty
Cc: Tonucci, Paolo
Subject: Re: UrgentWhat happened with queuing up the delivery to Bar Cap

On my way to the office. Will send file ASAP

Robert Azerad

=====

Sent from my BlackBerry

----- Original Message -----

From: Forrest, Monty
To: Tonucci, Paolo; Azerad, Robert
Cc: Hraska, James W; Blackwell, Alastair
Sent: Mon Sep 22 06:26:19 2008
Subject: RE: UrgentWhat happened with queuing up the delivery to Bar Cap

Guys - As I understand it the unencumbered collateral that we identified on Saturday night is to be moved over to Barclays. We need some information in order to make this move.

1. What was the final agreed upon list (our original or the version

EXHIBIT

146A
8.14.09 AM

after Robert took out and remarked Lehman Paper?)
If it is Roberts version than we need a copy of that.

2. To where are we delivering the collateral? The Bony Triparty or somewhere else.
3. I assume this is a free delivery please tell me if this is not correct.
4. I understand you want this out ASAP please confirm.

We will sync up with Neal's team and the desk to get this going.

-----Original Message-----

From: Hraska, James W
Sent: Monday, September 22, 2008 6:04 AM
To: Blackwell, Alastair; Forrest, Monty
Subject: RE: What happened with queuing up the delivery to Bar Cap

Asap in the morning or wait until the close and do it more orderly?
Wanted to find out our situation in dtc. Is the "agreed list" the list
I sent over? I did not hear anyone agree on anything this weekend. Am
happy to do it I just want to make sure we are doing the right thing.

-----Original Message-----

From: Blackwell, Alastair
Sent: Monday, September 22, 2008 6:01 AM
To: Hraska, James W; Forrest, Monty
Subject: Re: What happened with queuing up the delivery to Bar Cap

Paolo, Said getting going again.

Thanks,
Alastair

----- Original Message -----

From: Hraska, James W
To: Blackwell, Alastair; Forrest, Monty
Sent: Mon Sep 22 05:52:57 2008
Subject: RE: What happened with queuing up the delivery to Bar Cap

Put it on hold due to the chase situation as per John Rodefeld.

From: Blackwell, Alastair
Sent: Sunday, September 21, 2008 10:33 PM
To: Forrest, Monty; Hraska, James W
Subject: What happened with queuing up the delivery to Bar Cap

7666
Fax: +1
646 758 2940
Mob: +1 917 622
9455
Lehman Brothers
Email:ablackwe@lehman.com

A. 116

From: Azerad, Robert [RAzerad@lehman.com]. Sent:9/22/2008 7:19 AM.
To: Jasen.Yang@barclayscapital.com [Jasen.Yang@barclayscapital.com]; james.haraska@lehman.com [james.haraska@lehman.com].
Cc: Tonucci, Paolo [paolo.tonucci@lehman.com]; Daniel.Long@barclayscapital.com [Daniel.Long@barclayscapital.com]; stephen.king@baraclayscapital.com [stephen.king@baraclayscapital.com].
Bcc:
Subject: RE: Financing Facility Schedule.

Here is the file with the \$1.9 billion of additional collateral that Paolo Tonucci asked me to email you.

Robert

-----Original Message-----

From: Jasen.Yang@barclayscapital.com
[mailto:Jasen.Yang@barclayscapital.com]
Sent: Monday, September 22, 2008 7:06 AM
To: Azerad, Robert; james.haraska@lehman.com
Cc: Tonucci, Paolo; Daniel.Long@barclayscapital.com
Subject: RE: Financing Facility Schedule

Two suggestions for a fast reconciliation-- 1. do you have original balances in addition to current balances? if we have the same original balances, then we're likely to have the same collateral 2. do you have CUSIPs for the CMOS/passthru's on the FedWire tab?

-----Original Message-----

From: Azerad, Robert [mailto:RAzerad@lehman.com]
Sent: Monday, September 22, 2008 6:50 AM
To: Yang, Jasen: Markets (NYK); james.haraska@lehman.com
Cc: Tonucci, Paolo
Subject: Re: Financing Facility Schedule

Done

Robert Azerad

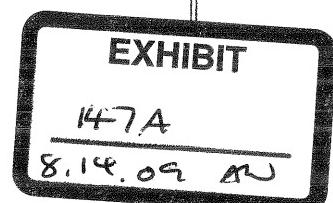
=====
Sent from my Blackberry

----- Original Message -----

From: Jasen.Yang@barclayscapital.com <Jasen.Yang@barclayscapital.com>
To: Azerad, Robert; james.haraska@lehman.com <james.haraska@lehman.com>
Cc: Tonucci, Paolo
Sent: Mon Sep 22 06:45:36 2008
Subject: RE: Financing Facility Schedule

Robert, Paolo, doesn't look like I have the right email for James-- can you please forward to him?

>
> From: Yang, Jasen: Markets (NYK)
> Sent: Monday, September 22, 2008 6:45 AM
> To: 'robert.azerad@lehman.com'; 'james.haraska@lehman.com'
> Cc: 'paolo.tonucci@lehman.com'; Hughes, Jonathan: Legal (NYK);
> Petrie, David: Markets (NYK); Long, Daniel: Markets (NYK)
> Subject: Financing Facility Schedule
>



> Robert, James,
>
> I've attached the schedule produced by Barclays ops of the
> collateral currently held at BONY under the repo financing provided to
>
> Lehman (with a total BONY market value of approximately \$45mm). It
> appears to differ substantially from the file received from Lehman on
> Friday evening-- we're looking at the differences now.
>
> << File: Barclays Financing Collateral List (Barc Ops) 09-20-2008.xls
> >>
>
> Jasen Yang
> Barclays Capital
> Principal Mortgage Trading Group
> 200 Park Avenue
> New York, New York 10166
> jasen.yang@barclayscapital.com
> Tel: (212) 412 7613
> Fax: (212) 412 5861
>

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A. 117

Cc: Tonucci, Paolo [paolo.tonucci@lehman.com]
To: Forrest, Monty [mforrest@lehman.com]; Hraska, James W [JHraska@lehman.com]
From: Blackwell, Alastair [abblackwe@lehman.com]
Sent: Mon 9/22/2008 10:35:54 AM
Subject: Fw: DTC box

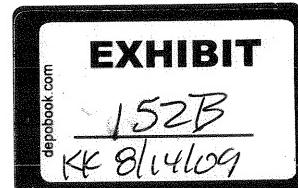
Understood

----- Original Message -----

From: Tonucci, Paolo
To: Hraska, James W
Cc: Fleming, Dan (TSY); Blackwell, Alastair
Sent: Mon Sep 22 03:59:49 2008
Subject: DTC box

You should plan on moving all the unencumbered collateral in the DTC box first thing.

Should correspond as closely as possible to list agreed with Barclays over the weekend.



A. 118

From: Ricci, Rich: Barclays Capital
Sent: Monday, September 22, 2008 5:48 PM
To: Clackson, Patrick: Finance (LDN)
Cc: LaRocca, Gerard: Barclays Capital (NYK)
Subject: RE: Updated Opening Balance Sheet

gerard - any view?

-----Original Message-----

From: Clackson, Patrick: Finance (LDN)
Sent: Monday, September 22, 2008 5:46 PM
To: Ricci, Rich: Barclays Capital
Subject: FW: Updated Opening Balance Sheet

not looking good for the \$1.9bn

-----Original Message-----

From: Romain, Gary: Finance (LDN)
Sent: Monday, September 22, 2008 10:14 AM
To: Clackson, Patrick: Finance (LDN); Nash, Phillip: Finance (NYK); Morton, Marcus: Finance (NYK)
Cc: Walker, James: Finance (NYK)
Subject: FW: Updated Opening Balance Sheet

Patrick,

Martin confirmed below (and verbally) that the \$1.9bn assets left in their box is already included in the \$44.88b of acquired assets (per his balance sheet).

Phil, Marcus - are we happy that the repo collateral plus the \$1.9b (CUSIP listing attached) corresponds to the total assets received/receivable by us? Apologies if that's a naïve question...

Regards,

Gary

-----Original Message-----

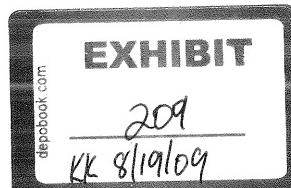
From: Azerad, Robert [mailto:RAzerad@lehman.com]
Sent: Sunday, September 21, 2008 3:36 PM
To: Kelly, Martin; Romain, Gary: Finance (LDN)
Cc: Walker, James: Finance (NYK)
Subject: RE: Updated Opening Balance Sheet

Please find enclosed the CUSIP level details for the inventory transferred to Barclays

Robert Azerad

-----Original Message-----

From: Kelly, Martin
Sent: Sunday, September 21, 2008 3:08 PM
To: 'Gary.Romain@barclayscapital.com'
Cc: 'James.Walker@barclayscapital.com'; Azerad, Robert
Subject: Re: Updated Opening Balance Sheet



Includes the \$1.9b. Robert can bridge it for you

----- Original Message -----

From: Gary.Romain@barclayscapital.com <Gary.Romain@barclayscapital.com>
To: Kelly, Martin
Cc: James.Walker@barclayscapital.com <James.Walker@barclayscapital.com>
Sent: Sun Sep 21 14:55:02 2008
Subject: RE: Updated Opening Balance Sheet

Martin - a basic question, but want to make sure I'm understanding this summary. Will the \$44,880 correspond to what came across against the repo - you mentioned an additional \$1.9bn of assets (separate to the 15c3), which is included/excluded in this number...?

Thanks,

Gary

From: Azerad, Robert [mailto:RAzerad@lehman.com]
Sent: Sunday, September 21, 2008 2:21 PM
To: Romain, Gary: Finance (LDN); Walker, James: Finance (NYK); Gavenda,
TJ: Finance (NYK)
Cc: Kelly, Martin; Tonucci, Paolo; Reilly, Gerard; Beldner, Brett; Lowitt, Ian T
Subject: Updated Opening Balance Sheet

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A. 119

To: Lyons, Timothy G [TLyons@lehman.com]
From: Tonucci, Paolo [paolo.tonucci@lehman.com]
Sent: Mon 9/22/2008 7:50:18 PM
Subject: RE: Who has the final list of purchased assets?

BarCap collateral-09.18.08.jh.xls

Tri09192008 (3).xls

barcap pldg 09 22 08 dtc-only.xls

These are the three main files

<<BarCap collateral-09.18.08.jh.xls>> <<Tri09192008 (3).xls>>

<<barcap pldg 09 22 08 dtc-only.xls>>

There are a few other pieces:

- Eagle energy
- 15c3 lock up cash of \$769 mm

Paolo

>
> From: Lyons, Timothy G
> Sent: 22 September 2008 15:24
> To: Tonucci, Paolo
> Subject: Who has the final list of purchased assets?
>
>

EXHIBIT

162 A

8.14.09 A

A. 120

From: Chen, Susie
Sent: Tue, 23 Sep 2008 12:57:11 GMT
To: Fleming, Dan (TSY); Jones, Craig L
Subject: FW: Today OCC Margin/Settlement Requirements

Importance: High

FYI

I believe someone on your team needs to be on this call.

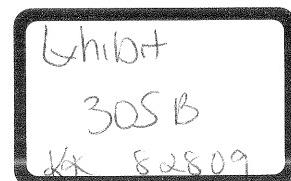
Susie Chen
Vice President
BARCLAYS CAPITAL / LEHMAN BROTHERS
Treasury - Network Management
1301 Avenue of the Americas - 6th Floor
New York, NY 10019
Tel: 212-320-4493
Fax: 646-834-4712
E-mail: susie.chen@lehman.com

-----Original Message-----

From: Dziedzian, Daniel
Sent: Tuesday, September 23, 2008 8:54 AM
To: 'JohnE.Clifford@barclayscapital.com';
'Vincent.Ciaravino@barclayscapital.com'; Chen, Susie
Cc: Ullman, Neal (NY); McGregor, Frank
Subject: Today OCC Margin/Settlement Requirements

I'll set up a quick meeting for 9:15 to review/discuss.

Thanks,
Dan



THE OPTIONS CLEARING CORPORATION
 ACCOUNT SUMMARY BY CMO

ACTIVITY DATE: 09/23/2008 CYCLE-ID:
 SYSTEM DATE: 09/23/2008 SYSTEM TIME: 02:40:38
 REPORT-ID: 02000000353000740000109232008

CMO PAGE 1
 CM PAGE 1

CMO: BARCLAYS CAPITAL INC.
 CLEARING MEMBER: OCC 00074
 TIER ACCOUNT: OCC 00074 C
 SETTLEMENT TIER ACCOUNT: OCC 00074 C

ACCOUNT SUMMARY PRIOR TO CASH CONVERSION

COLLATERAL TYPE (ALL IN USD)	
CASH:	
USD:	143,498,802.42
FOREIGN:	0.00
CASH TOTAL:	143,498,802.42
GOVERNMENT (GS & GE) TOTAL:	344,581,267.75
LETTERS OF CREDIT TOTAL:	0.00
MONEY MARKET FUNDS TOTAL:	0.00
VALUED SECURITIES TOTAL:	0.00
TOTAL COLLATERAL VALUE (IN USD):	488,080,070.17

TOTAL REQUIREMENT:

317,666,202.00

COLLATERAL TYPE (ALL IN USD)	
CASH:	
USD:	143,498,802.42
FOREIGN:	0.00
CASH TOTAL:	143,498,802.42
GOVERNMENT (GS & GE) TOTAL:	344,581,267.75
LETTERS OF CREDIT TOTAL:	0.00
MONEY MARKET FUNDS TOTAL:	0.00
VALUED SECURITIES TOTAL:	0.00
TOTAL COLLATERAL VALUE (IN USD):	488,080,070.17

TOTAL REQUIREMENT:

317,666,202.00

MARGIN CREDIT:	
ROLLED-UP MARGIN DEFICIT:	0.00
EXCESS/DEFICIT:	170,413,868.17 EXC

NET PAY/COLLECT AND CASH CONVERSION ACTIVITY

NET PAY/COLLECT:	
CASH CONVERSION	12,050.00 COL
CASH GAINED FROM CONVERSION:	0.00
CASH USED FOR CONVERSION:	0.00
DEFICIT:	0.00
NET SETTLEMENT:	12,050.00 COL

THE OPTIONS CLEARING CORPORATION
 ACCOUNT SUMMARY BY CMO

ACTIVITY DATE: 09/23/2008 CYCLE-ID:
 SYSTEM DATE: 09/23/2008 SYSTEM TIME: 02:40:38
 REPORT-ID: 02000000035300074000109232008

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 CM PAGE 3

CMO:
 CLEARING MEMBER:
 OCC 00074
 TIER ACCOUNT:
 OCC 00074 F
 SETTLEMENT TIER ACCOUNT:
 OCC 00074 F

ACCOUNT SUMMARY PRIOR TO CASH CONVERSION

COLLATERAL TYPE (ALL IN USD)

CASH:	
USD:	937, 396, 211.23
FOREIGN:	0.00
CASH TOTAL:	937, 396, 211.23
GOVERNMENT (GS & GE) TOTAL:	332, 229, 818.62
LETTERS OF CREDIT TOTAL:	500, 000.00
MONEY MARKET FUNDS TOTAL:	0.00
VALUED SECURITIES TOTAL:	0.00

TOTAL COLLATERAL VALUE (IN USD): 1,270,126,029.85

COLLATERAL TYPE (ALL IN USD)

CASH:	
USD:	927, 691, 311.23
FOREIGN:	0.00
CASH TOTAL:	927, 691, 311.23
GOVERNMENT (GS & GE) TOTAL:	332, 229, 818.62
LETTERS OF CREDIT TOTAL:	500, 000.00
MONEY MARKET FUNDS TOTAL:	0.00
VALUED SECURITIES TOTAL:	0.00

TOTAL COLLATERAL VALUE (IN USD): 1,260,421,129.85

ACCOUNT SUMMARY AFTER CASH CONVERSION

COLLATERAL TYPE (ALL IN USD)

CASH:	
USD:	927, 691, 311.23
FOREIGN:	0.00
CASH TOTAL:	927, 691, 311.23
GOVERNMENT (GS & GE) TOTAL:	332, 229, 818.62
LETTERS OF CREDIT TOTAL:	500, 000.00
MONEY MARKET FUNDS TOTAL:	0.00
VALUED SECURITIES TOTAL:	0.00

TOTAL COLLATERAL VALUE (IN USD): 1,260,421,129.85

NET PAY/COLLECT AND CASH CONVERSION ACTIVITY

NET PAY/COLLECT:

CASH CONVERSION	9,704, 900.00	PAY
CASH GAINED FROM CONVERSION:	0.00	
CASH USED FOR CONVERSION:	9,704, 900.00	

DEFICIT:

NET SETTLEMENT:	0.00	
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EXCESS/DEFICIT:

567, 746, 871.85	EXC
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EXCESS/DEFICIT:

558, 041, 971.85	EXC
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THE OPTIONS CLEARING CORPORATION
 ACCOUNT SUMMARY BY CMO

ACTIVITY DATE: 09/23/2008 CYCLE-ID:
 SYSTEM DATE: 09/23/2008 SYSTEM TIME: 02:40:38
 REPORT-ID: 0200000035300074000109232008

CMO PAGE 5
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CMO:
 CLEARING MEMBER:
 BARCLAYS CAPITAL INC.
 OCC 00074
 TIER ACCOUNT:
 OCC 00074 M
 SETTLEMENT TIER ACCOUNT:
 OCC 00074 M

ACCOUNT SUMMARY PRIOR TO CASH CONVERSION

COLLATERAL TYPE (ALL IN USD)	
CASH:	
USD:	245,483,574.59
FOREIGN:	0.00
CASH TOTAL:	245,483,574.59
GOVERNMENT (GS & GE) TOTAL:	78,291,499.28
LETTERS OF CREDIT TOTAL:	211,550,000.00
MONEY MARKET FUNDS TOTAL:	0.00
VALUED SECURITIES TOTAL:	0.00
TOTAL COLLATERAL VALUE (IN USD):	535,325,073.87

COLLATERAL TYPE (ALL IN USD)	
CASH:	
USD:	245,432,651.74
FOREIGN:	0.00
CASH TOTAL:	245,432,651.74
GOVERNMENT (GS & GE) TOTAL:	78,291,499.28
LETTERS OF CREDIT TOTAL:	211,550,000.00
MONEY MARKET FUNDS TOTAL:	0.00
VALUED SECURITIES TOTAL:	0.00
TOTAL COLLATERAL VALUE (IN USD):	535,274,151.02

ACCOUNT SUMMARY AFTER CASH CONVERSION

COLLATERAL TYPE (ALL IN USD)	
CASH:	
USD:	245,432,651.74
FOREIGN:	0.00
CASH TOTAL:	245,432,651.74
GOVERNMENT (GS & GE) TOTAL:	78,291,499.28
LETTERS OF CREDIT TOTAL:	211,550,000.00
MONEY MARKET FUNDS TOTAL:	0.00
VALUED SECURITIES TOTAL:	0.00
TOTAL COLLATERAL VALUE (IN USD):	535,274,151.02

COLLATERAL TYPE (ALL IN USD)	
CASH:	
USD:	245,432,651.74
FOREIGN:	0.00
CASH TOTAL:	245,432,651.74
GOVERNMENT (GS & GE) TOTAL:	78,291,499.28
LETTERS OF CREDIT TOTAL:	211,550,000.00
MONEY MARKET FUNDS TOTAL:	0.00
VALUED SECURITIES TOTAL:	0.00
TOTAL COLLATERAL VALUE (IN USD):	535,274,151.02

NET PAY/COLLECT AND CASH CONVERSION ACTIVITY

NET PAY/COLLECT:	
CASH CONVERSION	50,922.85 PAY
CASH GAINED FROM CONVERSION:	0.00
CASH USED FOR CONVERSION:	50,922.85
DEFICIT:	0.00
NET SETTLEMENT:	0.00
=====	=====

NET PAY/COLLECT:	
CASH CONVERSION	50,922.85 PAY
CASH GAINED FROM CONVERSION:	0.00
CASH USED FOR CONVERSION:	50,922.85
DEFICIT:	0.00
NET SETTLEMENT:	0.00
=====	=====

*****CONTINUED ON NEXT PAGE*****

THE OPTIONS CLEARING CORPORATION
 ACCOUNT SUMMARY BY CMO

CMO: CMO PAGE 9
 CLEARING MEMBER: BARCLAYS CAPITAL INC. CM PAGE 1
 TIER ACCOUNT: OCC 00084
 SETTLEMENT TIER ACCOUNT: OCC 00084 C
 OCC 00084 C

ACCOUNT SUMMARY PRIOR TO CASH CONVERSION

COLLATERAL TYPE (ALL IN USD)	
CASH:	
USD:	303,140.00
FOREIGN:	0.00
CASH TOTAL:	303,140.00
GOVERNMENT (GS & GE) TOTAL:	0.00
LETTERS OF CREDIT TOTAL:	800,000.00
MONEY MARKET FUNDS TOTAL:	0.00
VALUED SECURITIES TOTAL:	0.00
TOTAL COLLATERAL VALUE (IN USD):	1,103,140.00
TOTAL REQUIREMENT:	327,699.00
MARGIN CREDIT:	0.00
ROLLED-UP MARGIN DEFICIT:	0.00
EXCESS/DEFICIT:	775,441.00 EXC

NET PAY/COLLECT AND CASH CONVERSION ACTIVITY

COLLATERAL TYPE (ALL IN USD)	
CASH:	
USD:	110,560.00
FOREIGN:	0.00
CASH TOTAL:	110,560.00
GOVERNMENT (GS & GE) TOTAL:	0.00
LETTERS OF CREDIT TOTAL:	800,000.00
MONEY MARKET FUNDS TOTAL:	0.00
VALUED SECURITIES TOTAL:	0.00
TOTAL COLLATERAL VALUE (IN USD):	910,560.00
TOTAL REQUIREMENT:	327,699.00
MARGIN CREDIT:	0.00
ROLLED-UP MARGIN DEFICIT:	0.00
EXCESS/DEFICIT:	582,861.00 EXC

NET PAY/COLLECT AND CASH CONVERSION ACTIVITY

NET PAY/COLLECT:	
CASH CONVERSION	192,580.00 PAY
CASH GAINED FROM CONVERSION:	0.00
CASH USED FOR CONVERSION:	192,580.00
DEFICIT:	0.00
NET SETTLEMENT:	0.00

THE OPTIONS CLEARING CORPORATION
 ACCOUNT SUMMARY BY CMO

ACTIVITY DATE: 09/23/2008 CYCLE-ID:
 SYSTEM DATE: 09/23/2008 SYSTEM TIME: 02:40:38
 REPORT-ID: 020000000353000840000109232008

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 CM PAGE 3

CMO:
 CLEARING MEMBER: BARCLAYS CAPITAL INC.
 OCC 00084
 TIER ACCOUNT: OCC 00084 F
 SETTLEMENT TIER ACCOUNT: OCC 00084 F

ACCOUNT SUMMARY PRIOR TO CASH CONVERSION

COLLATERAL TYPE (ALL IN USD)

CASH:	
USD:	47,379,684.00
FOREIGN:	0.00
CASH TOTAL:	47,379,684.00
GOVERNMENT (GS & GE) TOTAL:	0.00
LETTERS OF CREDIT TOTAL:	39,350,000.00
MONEY MARKET FUNDS TOTAL:	0.00
VALUED SECURITIES TOTAL:	0.00

TOTAL COLLATERAL VALUE (IN USD): 86,729,684.00

COLLATERAL TYPE (ALL IN USD)

CASH:	
USD:	31,124,924.00
FOREIGN:	0.00
CASH TOTAL:	31,124,924.00
GOVERNMENT (GS & GE) TOTAL:	0.00
LETTERS OF CREDIT TOTAL:	39,350,000.00
MONEY MARKET FUNDS TOTAL:	0.00
VALUED SECURITIES TOTAL:	0.00

TOTAL COLLATERAL VALUE (IN USD): 70,474,924.00

ACCOUNT SUMMARY AFTER CASH CONVERSION

COLLATERAL TYPE (ALL IN USD)

CASH:	
USD:	31,124,924.00
FOREIGN:	0.00
CASH TOTAL:	31,124,924.00
GOVERNMENT (GS & GE) TOTAL:	0.00
LETTERS OF CREDIT TOTAL:	39,350,000.00
MONEY MARKET FUNDS TOTAL:	0.00
VALUED SECURITIES TOTAL:	0.00

TOTAL COLLATERAL VALUE (IN USD): 70,474,924.00

COLLATERAL TYPE (ALL IN USD)

TOTAL REQUIREMENT:	60,870,551.00
MARGIN CREDIT:	0.00
ROLLED-UP MARGIN DEFICIT:	0.00
EXCESS/DEFICIT:	25,859,133.00 EXC

COLLATERAL TYPE (ALL IN USD)

TOTAL REQUIREMENT:	60,870,551.00
MARGIN CREDIT:	0.00
ROLLED-UP MARGIN DEFICIT:	0.00
EXCESS/DEFICIT:	9,604,373.00 EXC

NET PAY/COLLECT AND CASH CONVERSION ACTIVITY

NET PAY/COLLECT:	16,254,760.00 PAY
CASH CONVERSION	
CASH GAINED FROM CONVERSION:	0.00
CASH USED FOR CONVERSION:	16,254,760.00
DEFICIT:	0.00
NET SETTLEMENT:	0.00

THE OPTIONS CLEARING CORPORATION
 ACCOUNT SUMMARY BY CMO

ACTIVITY DATE: 09/23/2008 CYCLE ID:
 SYSTEM DATE: 09/23/2008 SYSTEM TIME: 02:40:38
 REPORT-ID: 0200000035300273000109232008

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 CM PAGE 1

CMO:
 CLEARING MEMBER:
 BARCLAYS CAPITAL INC.
 OCC 00273
 TIER ACCOUNT:
 SETTLEMENT TIER ACCOUNT:
 OCC 00273 C
 OCC 00273 C

ACCOUNT SUMMARY PRIOR TO CASH CONVERSION

COLLATERAL TYPE (ALL IN USD)

CASH:	
USD:	1,380,701.00
FOREIGN:	0.00
CASH TOTAL:	1,380,701.00
GOVERNMENT (GS & GE) TOTAL:	0.00
LETTERS OF CREDIT TOTAL:	0.00
MONEY MARKET FUNDS TOTAL:	0.00
VALUED SECURITIES TOTAL:	0.00

TOTAL COLLATERAL VALUE (IN USD):

1,380,701.00

COLLATERAL TYPE (ALL IN USD)

CASH:	
USD:	1,380,701.00
FOREIGN:	0.00
CASH TOTAL:	1,380,701.00
GOVERNMENT (GS & GE) TOTAL:	0.00
LETTERS OF CREDIT TOTAL:	0.00
MONEY MARKET FUNDS TOTAL:	0.00
VALUED SECURITIES TOTAL:	0.00

TOTAL COLLATERAL VALUE (IN USD):

1,380,701.00

ACCOUNT SUMMARY AFTER CASH CONVERSION

COLLATERAL TYPE (ALL IN USD)

CASH:	
USD:	1,380,701.00
FOREIGN:	0.00
CASH TOTAL:	1,380,701.00
GOVERNMENT (GS & GE) TOTAL:	0.00
LETTERS OF CREDIT TOTAL:	0.00
MONEY MARKET FUNDS TOTAL:	0.00
VALUED SECURITIES TOTAL:	0.00

TOTAL COLLATERAL VALUE (IN USD):

1,380,701.00

NET PAY/COLLECT AND CASH CONVERSION ACTIVITY

NET PAY/COLLECT:	0.00
CASH CONVERSION	
CASH GAINED FROM CONVERSION:	0.00
CASH USED FOR CONVERSION:	0.00
DEFICIT:	0.00
EXCESS/DEFICIT:	406,818.00 EXC

NET SETTLEMENT:

0.00

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ENP0450